

# Chevron Investments Inc.

9212450



CERTIFICATE OF INCORPORATION  
OF

VENEZUELA GULF OIL COMPANY

.....

FIRST. The name of this corporation is  
VENEZUELA GULF OIL COMPANY.

SECOND. The location of its principal office in the State of Delaware is number seven West Tenth Street, in the City of Wilmington, County of New Castle. The name of the agent therein and in charge thereof is the Corporation Trust Company of America.

THIRD. The objects and purposes for which and for any of which this corporation is formed are, to do any or all of the things herein set forth to the same extent as natural persons might or could do, viz:-

To carry on anywhere in Venezuela or any other South American country any business, the nature of which is to prospect for, mine, and produce, market and sell petroleum, gas or other minerals; to refine petroleum and to manufacture and sell the products therefrom arising; to buy and sell and deal in crude petroleum and any of the products thereof; to lease or construct, own and operate pipe lines, with appropriate pumping stations, telegraph and telephone lines, and storage tanks, for the transportation and storage of petroleum or gas; to charter or to own and operate ships, tugs, barges and other vessels for the carriage of petroleum or its products between any points either within or without the said South America, and also to lease, own and operate wharves and docks for use of such transportation; and generally to have and exercise all such powers and privileges as may relate to or be appropriate in the conduct of such business or any part thereof.

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To manufacture, purchase, or otherwise acquire, to hold, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description; and in particular lands, buildings, business concerns and undertakings, mortgages, shares, stocks, debentures, securities, concessions, produce, policies, book debts and claims, and any interest in real or personal property, and any claims against such property, or against any person or corporation, and to carry on any business, concern, or undertaking so acquired.

To acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities, of any person, firm, association or corporation, and to pay for the same in cash, stock, or bonds of this corporation or otherwise.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements, and processes, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, own, hold and dispose of stock of other corporations organized under the laws of any of the States, Territories or Colonies of the United States, or in any and all foreign countries, subject to the laws of all such States, Territories, Colonies or Countries.

To enter into, make, perform and carry out contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To purchase, hold and re-issue the shares of its capital stock.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, to mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and to exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to.

FOURTH. The total authorized capital stock of this corporation is Fifty Thousand Dollars (\$50,000) divided into Two Thousand (2,000) shares of the par value of Twenty Five Dollars (\$25.00) each.

The amount of capital stock with which this corporation will commence business is the sum of One Thousand Dollars (\$1,000.00), being Forty (40) shares of Twenty Five Dollars (\$25.00) each.

FIFTH. The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME	RESIDENCE	NO. OF SHARES
T. L. Croteau	Wilmington, Delaware	38
M. A. Bruce	Wilmington, Delaware	1
A. M. Hoeven	Wilmington, Delaware	1

SIXTH. This corporation is to have perpetual existence.

SEVENTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH. In furtherance, and not in limitation of the powers conferred by statute, the board of directors are expressly authorized:

To make, alter, amend and rescind the by-laws of this corporation, to fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what time and places and under what conditions and regulations, the accounts and books of this corporation, (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account or book or document of this corporation except as conferred by statute or authorized by the directors, or by a resolution of the stockholders.

If the by-laws so provide, to designate two or more of their number to constitute an executive committee, which committee shall for the time being, as provided in said certificate or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings either within or without the State of Delaware, to have one or more offices in addition to the principal office in Delaware, and to keep the books of this corporation (subject to the provisions of the statutes) outside of the State of Delaware at such places as may be from time to time designated by them.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by the statute.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinafter named for the purpose of forming a corporation to do business both within and without the State of Delaware, and in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act

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Providing a General Corporation Law" (approved March 10th, 1899)  
and the acts amendatory thereof and supplemental thereto, do  
make and file this certificate, hereby declaring and certifying  
that the facts herein stated are true and do respectively  
agree to take the number of shares of stock hereinbefore set  
forth, and accordingly have hereunto set our hands and seals  
this 23rd day of March, A. D. 1923.

In presence of

*Herbert E. Latter* *T. L. Croteau*

*M. A. Bruce*

*A. M. Hooven*

STATE OF DELAWARE }  
COUNTY OF NEW CASTLE } SS:

BE IT REMEMBERED that on this 23rd day of March, A. D.  
1923, personally came before me, Herbert E. Latter,  
a Notary Public for the State of Delaware, T. L. Croteau,  
M. A. Bruce and A. M. Hooven, parties to the foregoing  
certificate of incorporation, known to me personally to be such,  
and severally acknowledged the said certificate to be the act  
and deed of the signers respectively and that the facts therein  
stated are truly set forth.

GIVEN under my hand and seal of office the day and year  
aforesaid.

*Herbert E. Latter*  
Notary Public



CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
VENEZUELA GULF OIL COMPANY

\* \* \*

VENEZUELA GULF OIL COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by Unanimous Consent executed by said Directors on the 28th day of July, 1965, and filed with the minutes of proceedings of said Board, adopted the following resolution proposing and declaring advisable the therein specified amendments to the Certificate of Incorporation of said corporation:

RESOLVED, That the Certificate of Incorporation of Venezuela Gulf Oil Company be amended by changing the Articles numbered FIRST through EIGHTH thereof so that, as amended, said Articles shall be and read as follows:

FIRST: The name of the corporation is  
TRANSOCEAN GULF OIL COMPANY

SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To engage in and carry on the petroleum business and the various branches thereof, including the prospecting and exploration for and production and exploitation of oil, gas and other hydrocarbons, the storage thereof, the transportation thereof by pipe line or in any other manner for itself or for hire, the purchase

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and sale of oil, gas and other hydrocarbons and their products and by-products, the refining, treating, processing, compounding and preparation thereof for market, and the marketing thereof; and also to engage in prospecting and exploring for and production and exploitation of any other minerals of any kind whatsoever, and to carry on the general business of mining and the various branches thereof.

To construct, purchase, lease or otherwise acquire, and to own, hold, sell, convey, mortgage, pledge, lease, exchange and operate wells, mines, plants, refineries, warehouses, storage tanks, wharves, waterworks and reservoirs, flumes, pipe lines, pumping stations, terminals, buildings, ships, tugs, launches, barges and other vessels, airplanes, airports, tank cars, tractors, trucks and other vehicles, roads, railroads, locomotives, railroad cars, canals, telegraph and telephone lines, radio stations, and other facilities necessary or useful in the conduct of any of its business or operations.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire the good-will, rights, assets and property, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation, and to pay for the same in cash, stock or bonds of this corporation or otherwise.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire, own, hold and dispose of stock of other corporations organized under the laws of any of the States, Territories or Colonies of the United States or of any foreign country, subject

to the laws of all such States, Territories, Colonies or Countries.

To enter into, make, perform and carry out contracts of every kind, for any lawful purpose and without limit as to amount, with any person, firm, association or corporation or any country or political subdivision thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To buy, sell or otherwise deal in notes, open accounts, and other similar evidences of debt, or to loan money and take notes, open accounts, and other similar evidences of debt as collateral security therefor.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description, including mineral lands, concessions and leases, in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries,

subject to the laws of such State, District, Territory, Colony or Country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred upon corporations by the laws of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is two thousand (2,000) and the par value of each of such shares is Two Thousand Five Hundred Dollars (\$2,500.00) amounting in the aggregate to Five Million Dollars (\$5,000,000.00). The minimum amount of capital with which the corporation commenced business is One Thousand Dollars (\$1,000.00).

FIFTH: The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
T. L. Croteau	Wilmington, Delaware
M. A. Bruce	Wilmington, Delaware
A. M. Hooven	Wilmington, Delaware

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good-will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

The corporation may in its by-laws confer upon the directors powers and authorities in addition to the foregoing and to those expressly conferred upon them by statute.

The board of directors shall be elected, without necessity of ballot, at the annual meeting of stockholders.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings either within or without the State of Delaware, to have one or more offices in addition to the principal office in Delaware, and to keep the books of this corporation (subject to the provisions of the statutes) outside of the State of Delaware at such places as may be from time to time designated by them.

The corporation reserves the right to amend, alter, change or repeal any provision contained in the certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

SECOND: That the said amendments have been consented to and authorized by the holder of all of the issued and outstanding stock, entitled to vote, by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of Delaware, and filed with the corporation on the 28th day of July, 1965.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of the foregoing amendments.

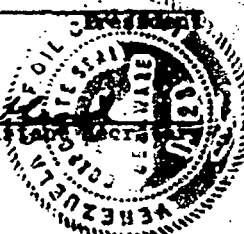
IN WITNESS WHEREOF, the said VENEZUELA GULF OIL COMPANY has caused its corporate seal to be hereunto affixed and this certificate to

be signed by its President and Assistant Secretary, this 28th day of July, 1965.

VENEZUELA GULF OIL COMPANY

By *E. D. BROCKETT*

By *Assistant Secretary*



COMMONWEALTH OF PENNSYLVANIA:  
: SS  
COUNTY OF ALLEGHENY :

BE IT REMEMBERED, That on this 28th day of July, A.D. 1965, personally came before me, Woodrow W. Ely, a Notary Public in and for the County and Commonwealth aforesaid E. D. BROCKETT, President of VENEZUELA GULF OIL COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said E. D. BROCKETT as such President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Assistant Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Assistant Secretary of said Company, respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and office the day and year aforesaid.



WOODROW W. ELY, Notary Public  
2215 Gulf Building, Pittsburgh, Pa.  
My Commission Expires  
February 17, 1968

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CERTIFICATE OF OWNERSHIP AND MERGER

TRANSOCEAN GULF OIL COMPANY, a corporation organized  
and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated  
on the 23rd day of March, 1923, pursuant to the laws of the  
State of Delaware, the provisions of which permit the  
merger of subsidiary corporations organized and existing  
under the laws of the State of Delaware into a parent corpo-  
ration organized and existing under the laws of said State.

SECOND: That this corporation owns all of the  
outstanding shares of the stock of the following corporations  
(the "merging corporations"), all corporations incorporated  
pursuant to the laws of the State of Delaware on the dates  
that appear after their names: Caribbean Gulf Oil Company  
(June 5, 1958); Gulf Exploration Company (September 7, 1920);  
Gulf Iran Company (August 11, 1954); Gulf Oil Export Company  
(January 25, 1967); and Gulf Oil Trading Company (October  
17, 1958).

THIRD: That this corporation, by the following  
resolutions of its Board of Directors duly adopted at a

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meeting held on the 23rd day of December, 1975, determined to and did merge into itself said merging corporations, and that such resolutions have not been rescinded and are in full force and effect on the date hereof:

RESOLVED, That it is deemed advisable and to the benefit of this Corporation that Caribbean Gulf Oil Company, Gulf Exploration Company, Gulf Iran Company, Gulf Oil Export Company and Gulf Oil Trading Company, all Delaware corporations and all wholly-owned subsidiaries of this Corporation, be merged into this Corporation effective at 11:59 o'clock P.M. Eastern Standard Time on December 31, 1975.

RESOLVED, That the draft of the Certificate of Ownership and Merger, which has been presented for consideration, be and hereby it is approved, and the Chairman of the Board, the President, any Executive Vice-President, any Senior Vice-President, or any Vice-President, acting with the Secretary or any Assistant Secretary, of this Corporation, be and they hereby are, authorized and empowered to execute the document, in the name and on behalf of this Corporation and under its corporate seal, with such changes therein as the officers of this Corporation executing the same shall approve, their approval to be conclusively evidenced by their execution thereof, and said officers are further authorized and empowered to execute and file such documents as may be required with the proper officials of the State of Delaware, and in any other State or country in which this Corporation or any of the corporations to be merged into this Corporation are now authorized to do business, and to do any and all other acts and things necessary to effectuate this merger.

IN WITNESS WHEREOF, said TRANSOCEAN GULF OIL COMPANY has caused its corporate seal to be affixed and this certificate to be signed by its Vice President and its Assistant Secretary this 24th day of December, 1975.



TRANSOCEAN GULF OIL COMPANY

By Hubert C. Manning  
Vice President

ATTEST:

J. Crilly Kelly  
Assistant Secretary

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COMMONWEALTH OF PENNSYLVANIA :  
: SS  
COUNTY OF ALLEGHENY :

BE IT REMEMBERED THAT on this 23rd day of December, A.D. 1975, personally came before me, the undersigned, a Notary Public, in and for the County and Commonwealth aforesaid, HERBERT C. MANNING and J. CRILLEY KELLY, Vice President and Assistant Secretary, respectively, of TRANSOCEAN GULF OIL COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate, known to me personally to be such, and acknowledged that they signed the foregoing Certificate of Ownership and Merger, that said Certificate of Ownership and Merger was the act and deed of said Corporation, and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Woodrow W. Ely  
Notary Public  
WOODROW W. ELY, Notary Public  
3318 Gull Building, Pittsburgh, Pa.  
My Commission Expires  
February 17, 1977

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CERTIFICATE OF OWNERSHIP AND MERGER

TRANSOCEAN GULF OIL COMPANY, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 23rd day of March, 1923, pursuant to the laws of the State of Delaware, the provisions of which permit the merger of subsidiary corporations organized and existing under the laws of the State of Delaware into a parent corporation organized and existing under the laws of said State.

SECOND: That this corporation owns all of the outstanding shares of the stock of Gulf International Company, incorporated pursuant to the laws of the State of Delaware on August 11, 1954.

THIRD: That this corporation, by the following resolutions of its Board of Directors duly adopted at a meeting held on the 7th day of December, 1976, determined to and did merge into itself said Gulf International Company, and that such resolutions have not been rescinded and are in full force and effect on the date hereof:

RESOLVED, That it is deemed advisable and to the benefit of this Corporation that Gulf International Company, a Delaware corporation and wholly-owned subsidiary of this Corporation, be merged into this Corporation effective as of the date of filing and recording of the Certificate of Ownership and Merger in the office of the Secretary of State of Delaware.

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RESOLVED, That the draft of the Certificate of Ownership and Merger, which has been presented for consideration, be and hereby it is approved, and the Chairman of the Board, the President, any Executive Vice President, any Senior Vice President, or any Vice President, acting with the Secretary or any Assistant Secretary, of this Corporation, be and they hereby are, authorized and empowered to execute the document, in the name and on behalf of this Corporation and under its corporate seal, with such changes therein as the officers of this Corporation executing the same shall approve, their approval to be conclusively evidenced by their execution thereof, and said officers are further authorized and empowered to execute and file such documents as may be required with the proper officials of the State of Delaware, and in any other State or country in which this Corporation or the corporation to be merged into this Corporation are now authorized to do business, and to do any and all other acts and things necessary to effectuate this merger.

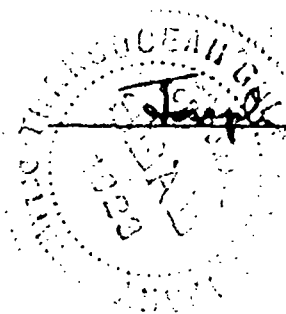
IN WITNESS WHEREOF, said TRANSOCEAN GULF OIL COMPANY has caused its corporate seal to be affixed and this Certificate to be signed by its Vice President and its Assistant Secretary this 8th day of December, 1976.

TRANSOCEAN GULF OIL COMPANY

By Charles A. Boyce  
Vice President

ATTEST:

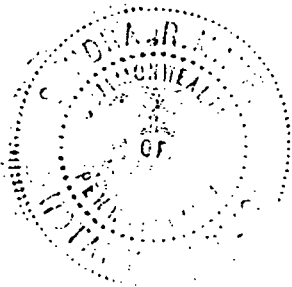
Joseph W. Rensen  
Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA :  
: SS  
COUNTY OF ALLEGHENY :

BE IT REMEMBERED THAT on this 8th day of December, A.D., 1976, personally came before me, the undersigned, a Notary Public, in and for the County and Commonwealth aforesaid, CHARLES A. BOYCE and JOSEPH W. REISLER, Vice President and Assistant Secretary, respectively, of TRANSOCEAN GULF OIL COMPANY, a corporation of the State of Delaware, the corporation described in and which executed the foregoing Certificate, known to me personally to be such, and acknowledged that they signed the foregoing Certificate of Ownership and Merger, that said Certificate of Ownership and Merger was the act and deed of said Corporation, and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Sandra R. Mayer  
Notary Public

SANDRA R. MAYER, Notary Public  
Gulf Building, Pittsburgh  
Allegheny County, Pennsylvania  
My Commission Expires  
September 20, 1980

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CERTIFICATE OF MERGER  
OF  
ZAIRE GULF OIL COMPANY  
INTO  
TRANSOCEAN GULF OIL COMPANY

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The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

First: That the names of each of the constituent corporations of the merger are Transocean Gulf Oil Company and Zaire Gulf Oil Company, and that Delaware is the state of incorporation of both such corporations.

Second: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 251 of the General Corporation Law of the State of Delaware.

Third: That the name of the surviving corporation of the merger is Transocean Gulf Oil Company.

Fourth: That the Certificate of Incorporation of Transocean Gulf Oil Company, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

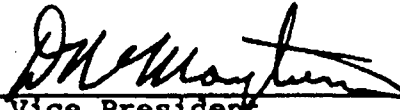
Fifth: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 225 Bush Street, San Francisco, California.

Sixth: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

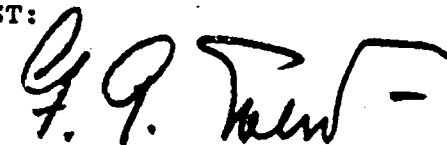
Seventh: That this Merger shall be effective at  
12:01 P.M. on December 31, 1987.

Dated: December 16, 1987

TRANSOCEAN GULF OIL COMPANY

By   
Vice President

ATTEST:

By   
Assistant Secretary

FILED

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*George F. Hilde*  
SECRETARY OF STATE

CERTIFICATE OF MERGER  
OF  
CHEVRON OCEANIC, INC.  
INTO  
TRANSOCEAN GULF OIL COMPANY  
AND  
CHANGE OF NAME FROM  
TRANSOCEAN GULF OIL COMPANY TO  
TRANSOCEAN CHEVRON COMPANY

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

First: That the names of each of the constituent corporations of the merger are Transocean Gulf Oil Company and Chevron Oceanic, Inc., and that Delaware is the state of incorporation of both such corporations.

Second: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 251 of the General Corporation Law of the State of Delaware.

Third: That the name of the surviving corporation of the merger is Transocean Gulf Oil Company which shall be changed herewith to Transocean Chevron Company.

Fourth: That the Certificate of Incorporation of Transocean Gulf Oil Company, a Delaware corporation, shall be amended to change Article First of said Certificate to read as follows:

"First: The name of the Corporation is Transocean Chevron Company."

In all other respects the Certificate of Incorporation of Transocean Gulf Oil Company as in effect on the date of the merger shall be the Certificate of Incorporation of the surviving corporation.



Fifth: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 225 Bush Street, San Francisco, California.

Sixth: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Seventh: That this Merger shall be effective at 12:03 P.M. on December 31, 1987.

Dated: December 16, 1987.

TRANSOCEAN GULF OIL COMPANY

By

DW Mayhew  
Vice President

ATTEST:

By

G. G. Telford

Assistant Secretary

CERTIFICATE OF AMENDMENT  
  
OF  
  
CERTIFICATE OF INCORPORATION  
  
OF  
  
TRANSOCEAN CHEVRON COMPANY

Transocean Chevron Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of the Company, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Company, declaring said amendment to be advisable and submitting the amendment to the sole shareholder of the Company for consideration thereof by written consent. The resolution setting forth the proposed amendment is as follows:

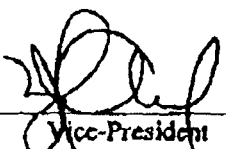
RESOLVED, that the Certificate of Incorporation of this corporation shall be amended to change Article First of said Certificate to read as follows:

"First: The name of the Corporation is Chevron Overseas Petroleum Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the sole stockholder of the Company approved the proposed amendment by written consent pursuant to Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, and to be effective 11:59PM EST on December 31, 1994.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by M. J. McAuley, its Vice-President, and F. G. Soler, its Assistant Secretary, this 22nd day of December, 1994.

By:   
Its: Vice-President

Attest:   
Assistant Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**IRAN CHEVRON OIL COMPANY**

**(a Delaware corporation)**

**Into**

**CHEVRON OVERSEAS PETROLEUM INC.**

**(a Delaware corporation)**

**It is hereby certified that:**

1. **Chevron Overseas Petroleum Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.**
2. **The Corporation is the owner of all of the outstanding shares of common stock of Iran Chevron Oil Company, which is a business corporation of the State of Delaware.**
3. **On November 4, 1997 by the Board of Directors of the Corporation adopted the following resolutions to merge the said Iran Chevron Oil Company into the Corporation:**

**RESOLVED that Iran Chevron Oil Company be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Iran Chevron Oil Company be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Iran Chevron Oil Company in its name.**

**RESOLVED that this Corporation assume all of the obligations of Iran Chevron Oil Company.**

**RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and in any other appropriate jurisdiction.**

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be November 30, 1997, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed on November 5, 1997.

CHEVRON OVERSEAS PETROLEUM INC.

By:

G. G. Jones  
Assistant Secretary

**CERTIFICATE OF MERGER  
OF  
CHEVRON INTERNATIONAL OIL COMPANY, INC.  
AND  
CHEVRON OVERSEAS PETROLEUM INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Chevron International Oil Company, Inc., which is incorporated under the laws of the State of Delaware;

and

(ii) Chevron Overseas Petroleum Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Chevron Overseas Petroleum Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Chevron Overseas Petroleum Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is located at 575 Market Street, 38th Floor, San Francisco, California 94105

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 09/27/2001  
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7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 11:59 p.m. on September 30, 2001.

Dated: September 18, 2001

CHEVRON INTERNATIONAL OIL COMPANY, INC.

By:   
H. P. Walker, Secretary

Dated: September 18, 2001

CHEVRON OVERSEAS PETROLEUM INC.

By:   
H. P. Walker, Assistant Secretary

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

CHEVRON OVERSEAS PETROLEUM INC.

CHEVRON OVERSEAS PETROLEUM INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That, in accordance with the requirements of section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of this Corporation, at a meeting duly held on October 3, 2001, adopted resolutions approving an amendment to the Certificate of Incorporation pursuant to authority granted by the Corporation's by-laws. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That the Certificate of Incorporation of Chevron Overseas Petroleum Inc. be amended October 9, 2001, by changing the Article I thereof so that, as amended, said Article shall be and read as follows:

I. The name of the corporation CHEVRONTEXACO OVERSEAS PETROLEUM INC.

IN WITNESS WHEREOF, said CHEVRON OVERSEAS PETROLEUM INC. has caused this certificate to be signed by C. P. Woodland, its President, and attested by F. G. Soler, its Assistant Secretary this 9th day of October, 2001.

CHEVRON OVERSEAS PETROLEUM INC.

By:

  
P. J. Robertson  
President

ATTEST:

By:

  
F. G. Soler  
Assistant Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:27 AM 06/17/2005  
FILED 09:26 AM 06/17/2005  
SRV 050506017 - 0150322 FILE

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CHEVRONTEXACO OVERSEAS PETROLEUM INC.**

ChevronTexaco Overseas Petroleum Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 upon the unanimous written consent of the stockholders, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

2. That Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"The name of the corporation is Chevron Investments Inc."

IN WITNESS WHEREOF, ChevronTexaco Overseas Petroleum Inc. has caused this Certificate to be executed on this 16<sup>th</sup> day of June, 2005.

\s\ Hongyan Xun  
Hongyan Xun  
Assistant Secretary



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CHEVRON INVESTMENTS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF MARCH, A.D. 1923, AT 1 O'CLOCK P.M.

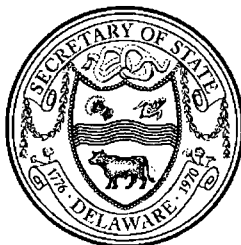
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VENEZUELA GULF OIL COMPANY" TO "TRANSOCEAN GULF OIL COMPANY", FILED THE THIRTIETH DAY OF JULY, A.D. 1965, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1975, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1975.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1977, AT 10 O'CLOCK A.M.

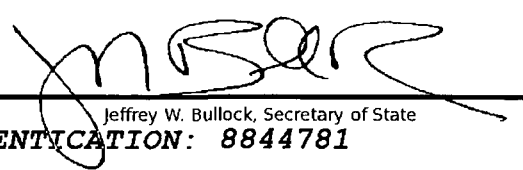
CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF DECEMBER,



0150322 8310

110738083

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844781

DATE: 06-20-11

# Delaware

PAGE 2

## The First State

A.D. 1987, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1987.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "TRANSOCEAN GULF OIL COMPANY" TO "TRANSOCEAN CHEVRON COMPANY", FILED THE EIGHTEENTH DAY OF DECEMBER, A.D. 1987, AT 1:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1987.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRANSOCEAN CHEVRON COMPANY" TO "CHEVRON OVERSEAS PETROLEUM INC.", FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1994, AT 9:05 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1994.

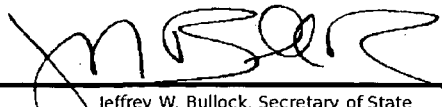
CERTIFICATE OF OWNERSHIP, FILED THE TWELFTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844781

DATE: 06-20-11

# Delaware

PAGE 3

*The First State*

CERTIFICATE OF MERGER, FILED THE TWENTY-SEVENTH DAY OF  
SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF  
SEPTEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CHEVRON  
OVERSEAS PETROLEUM INC." TO "CHEVRONTEXACO OVERSEAS PETROLEUM  
INC.", FILED THE NINTH DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK  
A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM  
"CHEVRONTEXACO OVERSEAS PETROLEUM INC." TO "CHEVRON INVESTMENTS  
INC.", FILED THE SEVENTEENTH DAY OF JUNE, A.D. 2005, AT 9:26  
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "CHEVRON INVESTMENTS INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHEVRON  
INVESTMENTS INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF  
MARCH, A.D. 1923.

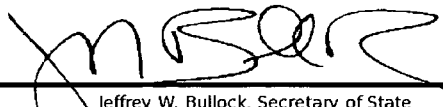
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844781

DATE: 06-20-11

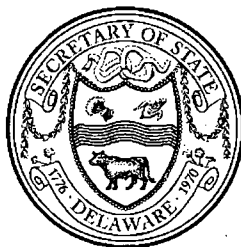
# Delaware

PAGE 4

*The First State*

HAVE BEEN PAID TO DATE.

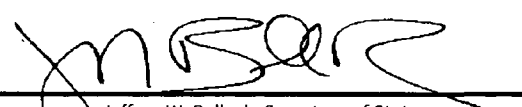
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE  
BEEN FILED TO DATE.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8844781

DATE: 06-20-11